

**WILM THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
: :
W.R. GRACE & CO., *et al.*, : Case No. 01-1139 (JKF)
: :
Debtors. : (Jointly Administered)

**NO ORDER REQUIRED
CERTIFICATION OF NO OBJECTION TO THE THIRTY EIGHTH MONTHLY FEE
APPLICATION OF SAUL EWING LLP, CO-COUNSEL TO THE OFFICIAL
COMMITTEE OF EQUITY SECURITY HOLDERS, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
AUGUST 1, 2012 THROUGH AUGUST 31, 2012
[RE: DOCKET NO. 29661]**

On September 24, 2012, Saul Ewing LLP ("Saul Ewing"), co-counsel to the Official Committee of Equity Security Holders, filed its Thirty Eighth Monthly Fee Application for Compensation and Reimbursement of Expenses [Docket No. 29661] (the "Application"). The Application provided an objection deadline of 4:00 p.m. (Eastern Time) on October 15, 2012. The undersigned hereby certifies that she has received no answer, objection or any responsive pleading with respect to the Application and that no answer, objection or any responsive pleading with respect to the Application has been filed with the Court.

Pursuant to the Amended Administrative Order Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated May 3, 2001, the Debtors are authorized to pay Saul Ewing \$7,659.60 which represents eighty percent (80%) of the total fees (\$9,574.50), and \$64.30, which represents 100% of the expenses requested in the Application upon the filing

of this Certification and without the need for entry of a Court order approving the Application.

SAUL EWING LLP

By: /s/ Teresa K.D. Currier
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Co-Counsel to the Official Committee of Equity
Security Holders

Dated: October 18, 2012